

APR 23 '11 -11 10 AM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

April 19, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated April 12, 2011 a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N River Road, Suite 5000
Rosemont, IL 60018

Lessee: Building Materials Corporation
d/b/a GAF Materials Corporation
1361 Alps Rd
Wayne, NJ 07470

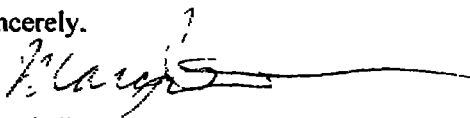
A description of the railroad equipment covered by the enclosed document is for one (1) hopper cars marked FURX 802120.

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosure

(BUMC002)

APR 25 '11 -11 10 AM

ASSGN. NO.: BUMC002

MEMORANDUM OF LEASE

SOUTHERN TRANSPORTATION BOARD

April 12, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Building Materials Corporation d/b/a GAF Materials Corporation ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 1, 2010, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 1, 2010, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. SeymourName: RICHARD F. SEYMOUR

VICE PRESIDENT SALES & MARKETING

Title: _____

ATTEST:

By: Susan GrokulskaName: SUSAN GROKULSKYASSISTANT DIRECTOR
OF DOCUMENTATION

Title: _____

Executed on this 12th day of April, 2011.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 12th day of April, 2011.

Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

BUILDING MATERIALS CORPORATION
d/b/a GAF MATERIALS CORPORATION

ATTEST:

By: 

Name:

John Scarfi

Title:

Director of Transp.

By: JOHN SCARFI

Name: _____

Title: Director of Transportation

Executed on this 23 day of March, 2011.

[CORPORATE SEAL]

STATE OF

New Jersey

COUNTY OF

Passaic

I, Maureen M. Johnson, a Notary Public of the County and State aforesaid, certify that JOHN SCARFI personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 23rd day of MARCH, 2011.


Notary Public

Commission Expires:

MAUREEN M. JOHNSON
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Feb. 8, 2012

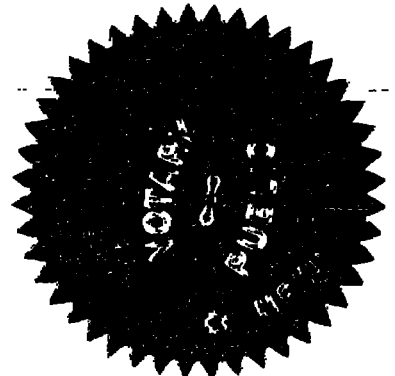


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One (1)

DESCRIPTION OF CAR: 2980 cubic foot capacity, lined, Covered Hopper Car equipped with gravity gates and trough hatches, 263.000 lbs GRL.

CAR NUMBER: FURX 802120